"SITTING IN A TREE" PART 2
SPIDER-GWEN
#16
LATOUR
RODRIGUEZ
RENZI
MARVEL

AS A TEENAGER, GWEN STACY WAS BITTEN BY A MUTATED SPIDER. THE BITE TRANSFORMED HER, GRANTING HER AMAZING POWERS: A PRECOGNITIVE AWARENESS OF DANGER, ADHESIVE FINGERTIPS AND TOES, AND THE PROPORTIONAL SPEED AND STRENGTH OF A SPIDER. TO THE RESIDENTS OF NEW YORK, SHE IS THE DANGEROUS VIGILANTE CALLED SPIDER-WOMAN, BUT YOU KNOW HER AS...

SPIDER-GWEN

PREVIOUSLY...

MEANWHILE...

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WHY DO YOU KEEP CHECKING YOUR PHONE?
YOU'RE NOT GONNA GET SERVICE HERE, MAN.
YEAH--UH... JUST HABIT, I GUESS.
YEAH, I GET THAT. HERE.
NO, THANKS, I TRY NOT TO DRINK MUCH SODA.
DUDE, CMON. YOU NEED TO FOCUS.
PRO-TIP: CAFFEINE.
AS LOW AS $99
HO-LEE... THIS. THIS IS... WHOA.
HEH. I THOUGHT SO. JESS SAYS IT'S LIKE WE USE "REAL SUGAR" IN EVERYTHING.
BUT, LIKE-- WHY IN THE HELL WOULD FAKE SUGAR EVEN BE A THING?
AS $99
DEMAND, PROBABLY. EVERYONE BACK HOME IS TOTALLY ADDICTED.
I DUNNO IF THE FAKE STUFF IS REALLY ANY BETTER OR WORSE.
BUT BOY... EVERYONE SURE HAS AN OPINION.
MAN, I CAN'T DRINK ALL OF THIS. I'LL EXPLODE.
MILES...LOOK. MY HEAD IS AN ANGRY BEEHIVE.
SO I AM REALLY HAPPY TO KEEP TALKING ABOUT NOTHING...
BUT C'MON...

=SIGH= JUST ONCE, GWEN.
JUST ONCE I WISH THAT ANYTHING COULD JUST BE ABOUT NOTHING...
IT'S MY DAD, GWEN.
HE'S... MISSING.
MISSING? HERE?
YEAH... UH, I MEAN... MAYBE?
HE WAS WORKING FOR S.H.I.E.L.D.--SOME SECRET DEAL TO PROTECT MY SECRET IDENTITY...
...AND THEY SENT HIM ON THIS MISSION WHERE HE JUST... DISAPPEARED.
"SO I FOLLOWED HIS TRAIL, AND... NOW I'M HERE.
"BUT I DON'T REALLY KNOW IF HE IS.
"AND I DON'T KNOW WHAT TO DO IF HE'S NOT."
I KEEP LOOKING AT MY STUPID PHONE, WAITING FOR HIM TO TEXT.
'CAUSE I CAN'T STOP THINKING...
...WHAT IF MY DAD IS IN TROUBLE BECAUSE HE WAS TRYING TO PROTECT ME?
WHAT IF I CAN'T FIX THIS?

SORRY. YOU HAVE YOUR OWN STUFF TO WORRY ABOUT.
I GOT THIS. I DO. I'M SPIDER-MAN.
MILES... STOP.
DON'T DO THAT.
LOOK, IT'S OKAY TO BE FREAKED BY THIS, OKAY?
I MEAN, TRUST ME--IF ANYONE KNOWS HOW THIS FEELS, IT'S ME.
MY DAD IS MY WHOLE WORLD.
AND HE--HE PUT HIMSELF IN A LOT OF DANGER BECAUSE OF ME.
HE WENT TO JAIL TO PROTECT ME.
LOOK AT ME, MILES--
YEAH, WE'RE SPIDER-FOLKS, AND WE HAVE TO REP WHAT THAT STANDS FOR...
...BUT THAT DOESN'T MEAN WE DON'T GET TO BE SCARED.

SITTIN' IN A TREE
PART 2
LATOUR
RODRIGUEZ
RENZI
COWLES AND LANHAM

WAIT. DO YOU FEEL THAT?
UH...MILES? YOU CAN LET ME GO NOW...
MY SPIDER-SENSE... OH, CRAP...
NINJAS!
HOLY CRAP... LIKE, ALL THE NINJAS!
WAIT, DID I SAY THAT RIGHT? "NIN-JAS"? "NIN-JES"? "NIN-JAI"?
MILES, CALM DOWN. THIS ISN'T WHAT YOU THINK.
THWIP
UH. SURE. BUT MY SPIDER-SENSE IS GOIN' BONKERS.
SO, UM... TELL ME ALL ABOUT IT FAR AWAY FROM ALL THE SHINOBI AND THE SWORDS AND THE SHURIKEN.
MILES, WAIT. STOP.
I CAN'T. MY POWERS DON'T WORK LIKE--
MILES!

SNK
SEE! TOLD YOU! SHURIKEN!
THEY THROW THOSE THINGS AROUND WILLY-NILLY. LIKE THEY CAN'T HELP THEM...
...SELVES?
UH... GWEN? YOU'RE FALLING.
WHY ARE YOU STILL FALLING?
SPIDER-POWER-UPS
TING
=SIGH= SPIDER-MEN.

SPIDER-WOMAN! YOU'RE--
SPIDER-MAN, STOP. LISTEN. I'M TELLING YOU IT'S OKAY.
BUT MY SPIDER-SENSE--
THWIP
YOUR NOSE HASN'T LET YOU DOWN YET, MR. MORALES...
I STINK OF DANGER.
UH...WHO THE HECK IS THIS GUY--
--AND HOW DOES HE KNOW MY FRICKIN' NAME?!
=SIGH= WHAT IS THIS, MURDOCK? ALL THIS STUPID THEATER?
YOU COULD'VE JUST TEXTED.
WAIT... "MURDOCK"? AS IN MATT MURDOCK?
GUILTY AS CHARGED.
SO YOU WERE LISTENING? WATCHING US WITH YOUR CREEPY RADAR.
"RADAR"? MILES, WHAT?
YEAH, GWEN. HE'S BLIND, ALL RIGHT.
LIKE A BAT.
HE CAN HEAR THINGS. READ PEOPLE.
=SIGH= I ONLY KNOW WHAT PEOPLE TELL ME, SON.
I SIMPLY LISTEN.

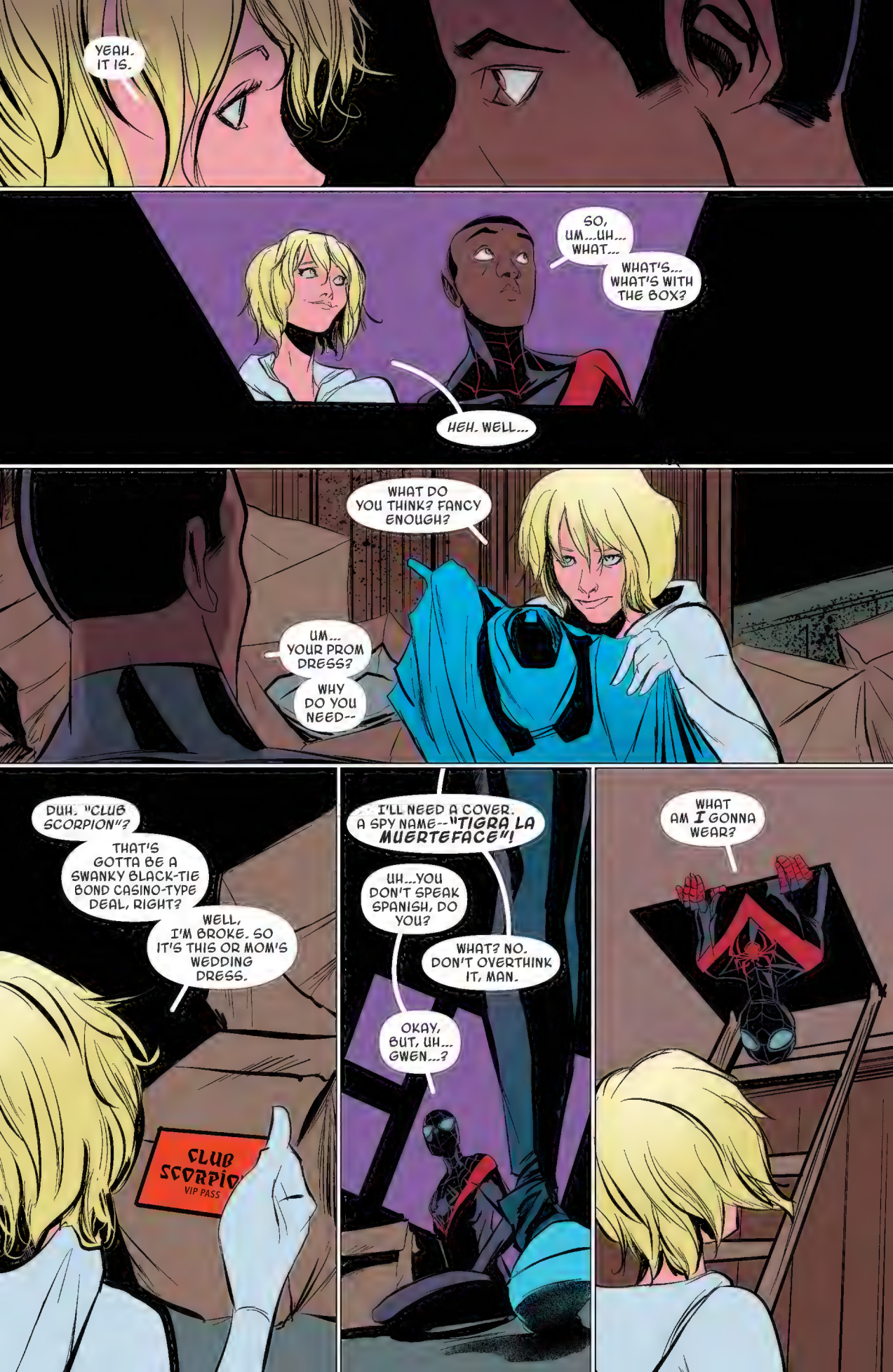
...A TRAIT I'M SORRY TO SEE WE DO NOT SHARE.
GOOD LUCK, MR. MORALES.
YOU'LL CERTAINLY NEED IT IF YOU CROSS YOUR FATHER'S PATH.
WAIT-- WHAT?!
WHAT THE HELL DID YOU SAY ABOUT MY DAD?
MY, MY, MILES. SUCH STICKY LITTLE HANDS...
stick.
HRRNGGH!
STICKY HANDS WILL GET YOU STUCK.
MILES?! ARE YOU--
I'M...FINE. I'M FINE.
ENOUGH! YOU'RE PULLING THE STRINGS, OKAY? WE GET IT!
JUST PLEASE-- TELL US WHAT YOU KNOW ABOUT HIS DAD.
DO ME THIS ONE FAVOR...

HEH.
SO THIS IS WHAT LOWERS YOU TO BEG, MS. STACY? HIS MISFORTUNE?
=SIGH= YOU SUPER HEROES AND YOUR BLEEDING LITTLE HEARTS.
RADIOACTIVE ISOTOPES, MR. MORALES. "POWER-UPS."
THE LITTLE SECRET THAT KEEPS OUR GWEN SO SPIDERY.
I NOW SUPPLY THEM TO HER. YOUR FRIEND SPIDER-WOMAN ONLY EXISTS AT MY COURTESY.
I BARTERED FOR THESE BEAUTIES WITH THEIR LOVELY CREATOR--
--CINDY MOON, THE DEPOSED LEADER OF THE SPY ORGANIZATION S.I.L.K.
I'VE PROMISED TO PROTECT HER INTERESTS IN S.I.L.K.
TO KEEP IT FREE OF THE RATS THAT WOULD PLAY WHILE THE CAT IS AWAY.
AND YOUR FATHER, MILES?
MY, MY, WHAT A PLAYFUL LITTLE RAT HE IS.

WHAT ARE YOU EVEN TALKING ABOUT?
WHY WOULD... WHAT DOES MY DAD HAVE TO DO WITH ANY OF THIS CRAP?
SOMEONE WITH YOUR FATHER'S FACE IS MAKING A REAL MESS OF S.I.L.K.'S PLANS, SON.
A REAL MESS OF MINE.
AND SO, CHILDREN, YOUR MISSION IS TO FIND JEFFERSON DAVIS...
...AND BRING ME HIS HEAD.
YOU'RE INSANE. COMPLETELY COCOA PUFFS...
YOUR NINJAS COULD EASILY DO THIS. WHY ASK THIS OF US?
HEH. YES. I'LL REVEAL ALL MY DARK, SECRET PLANS JUST BECAUSE YOU ASKED.
FACE IT, TIGERS...THIS IS THE ONLY LEAD YOU HAVE.
I'M YOUR ONLY SHOT.
I DON'T CARE WHAT I OWE YOU. I'M NOT KILLING ANYONE. EVER.
CLUB SCORPION
VIP PASS
MMM-HMMM... YES. WELL, WHEN YOU FIND THE BOY'S FATHER...
...I HOPE HE LEAVES YOU WITH THAT CHOICE.
CLUB SCORPION

IT'S JUST WEIRD HERE, GWEN.
TOO WEIRD.
IT'S LIKE BEING IN A DREAM WHERE ALL YOUR FRIENDS HAVE DIFFERENT FACES...
...BUT THEY'RE STILL YOUR FRIENDS. YOU KNOW?
YEAH. I DO.
EVERY TIME I SEE PETER PARKER FROM YOUR WORLD, I--
WELL, I'M PRETTY SURE MY LAUGH-TO-CRY RATIO QUALIFIES ME AS LEGALLY INSANE.
YOUR PETER, HE'S... HE--?
MY PETER WAS THE FURTHEST THING FROM SPIDER-MAN, MILES.
HE WAS OUR GOOFY NEIGHBOR. HE FOLLOWED ME AROUND LIKE A PUPPY...
HE TURNED HIMSELF INTO A LIZARD ON THE NIGHT OF SENIOR PROM.
HE DIED FIGHTING SPIDER-WOMAN.
PROM

THAT'S...MAN. THIS PLACE. IT'S LIKE THE SADDEST POP SONG EVER.
YEAH. WELCOME TO EARTH-65, MILES MORALES.
TOP 40 HIT OF THE MULTIVERSE.
DO YOU EVER TALK TO ANYONE ABOUT THIS STUFF?
Y'KNOW, SOMEONE NOT...
OLD?
YEAH. I'VE GOT MY BEST FRIEND, GANKE...
SOMETIMES. WHEN HE LETS ME GET A WORD IN.
IT REALLY HELPS TO TALK TO SOMEONE WHO DOESN'T EXPECT SO MUCH.
NO. I MEAN, THERE'S GLORY AND THE GIRLS. BUT...
NO.
SPIDER-WOMAN'S MESSED UP ENOUGH LIVES.
WELL, HEY... YOU'RE TALKING TO ME.
THAT'S A START, RIGHT?
YEAH...


YEAH. IT IS.
SO, UM...UH... WHAT...
WHAT'S... WHAT'S WITH THE BOX?
HEH. WELL...
WHAT DO YOU THINK? FANCY ENOUGH?
UM... YOUR PROM DRESS?
WHY DO YOU NEED--
DUH. "CLUB SCORPION"?
THAT'S GOTTA BE A SWANKY BLACK-TIE BOND CASINO-TYPE DEAL, RIGHT?
WELL, I'M BROKE. SO IT'S THIS OR MOM'S WEDDING DRESS.
CLUB SCORPIO
VIP PASS
I'LL NEED A COVER. A SPY NAME--"TIGRA LA MUERTEFACE"!
UH...YOU DON'T SPEAK SPANISH, DO YOU?
WHAT? NO. DON'T OVERTHINK IT, MAN.
OKAY, BUT, UH... GWEN...?
WHAT AM I GONNA WEAR?

I can't believe you.
Miles
CLUB SCORPION
Heh. I see you figured out the club's wireless password.
Gwen
This was supposed to be our team-up.
Miles
Miles...it's a nightclub. You're, like, 16.
Gwen
17 in a month!
Miles
You're barely two years older! I've watched universes die and I can't get into a CLUB?!
Miles
Yeah, well, I have an I.D. How were you gonna get in?
Gwen
I'm Spider-Man! I'll kick their stupid door down!
Miles
AHEM...
NO OUTSIDE DEVICES, LADY.
WHAT? THIS IS MY ONLY--
PHONE GOES IN THE BUCKET OR YOU DON'T GO IN THE CLUB.
Gwen, what's happening?
Miles
What are you doing?!
Miles
You can't do this alone!
Miles

You don't even know what my dad looks like!
Miles
WHOA.
SO MUCH FOR A BOND CASINO.
HMM...DOUBLE UNICORN?
YEAH. SEEMS PRETTY V.I.P. TO ME.
WELCOME TO THE V.I.P. LOUNGE, MISS...
CLUB SCORPION
VIP PASS
LA MUERTEFACE. TIGRA LA MUERTEFACE.

I HAVE ONE HUNDRED! DO I HAVE ONE FIFTY?!
ONE FIFTY!
ONE FIFTY! DO I HAVE TWO?
COME NOW, LADIES AND GENTLEMEN! THIS IS A ONE-OF-A-KIND SUPER-APE!
DESIGNED BY THE RED GHOST OF EARTH-616 HIMSELF!
ONE FIFTY GOING ONCE...GOING TWICE...
SOLD!
TO THE VERY GENEROUS GENERAL COY, RICHEST MAN IN ALL OF MADRIPOOR...
...FOR ONE HUNDRED FIFTY MILLION DIGI-COIN!
UP NEXT-- WE HAVE A REAL CLASSIC. ONE MIGHT EVEN SAY A COLLECTOR'S ITEM.
PASTE-POT PETE'S ORIGINAL PASTEPOT!
WAIT A MINUTE...I KNOW THAT STUPID THING...

TITANIUM MAN'S ARMOR
THE WIZARD'S MIND HELMET
WHOA. THIS STUFF...
TASKMASTER'S SHIELD
I KNOW THIS STUFF.
THIS IS ALL STUFF CINDY MOON STOLE.*
SUPER-ADAPTOID'S HEAD AND TORSO
CABLE'S PLASMA CANNON
*SEE SPIDER-WOMEN, Y'ALL.
BUT--HOW DOES S.I.L.K. STILL HAVE THIS STUFF?
I THOUGHT S.H.I.E.L.D. IMPOUNDED IT ALL WHEN THEY ARRESTED CINDY.
THE SHOCKER'S GAUNTLET
FURY-GRADE EYEPATCH
COME NOW...NO ONE?
THIS IS A ONCE-IN-A-LIFETIME ITEM!
THIS GOOFY STUFF IS DANGEROUS. THEY CAN'T JUST LET IT OUT ON THE STREET.
I GOTTA GET MILES. WE GOTTA--
MARK II IRON MAN ARMOR
GAH!
SMASH

SO YOU THINK US BUFFOONS, GWEN STACY?!
DO YOU THINK US SO INVALID THAT WE NOT DARE LIFT A FINGER TO HALT THIS INFILTRATION?!
RRRGH... REALLY?!
DOC... #$%@... OCK?
WE ARE S.I.L.K.! THE VEIL THAT COVERS THE WORLD!
OUR REACH IS UNENDING! OUR GRASP UNBREAKABLE!
YOUR BREATH...
...INTOLERABLE.
AAGGGH! MILES... THE SQUID! SCREAMING... INTO...MY BRAIN!
GET IT OFF... GET IT OFF...
NO...WON'T... GO...WON'T GO... BACK...
I'M TRYING!
OTTO... HE MAKES... MAKES ME...
...DANCE...
YEARRRGGHHH!

UM... CALAMARI?
OH, GOD...DID YOU JUST FRY IT WITH YOUR HANDS?!
NO, NO. VENOM BLAST.
JUST UNCONSCIOUS... I, UH...
...I THINK.
AND THE INVISIBLE CAMOUFLAGE PREDATOR THING?
YOU DIDN'T THINK IT'D BE USEFUL TO TELL ME ABOUT THAT?
OH, HEY. SO, I CAN DO THIS INVISIBLE CAMOUFLAGE PREDATOR THING...
YOU'RE NOT EVEN FUNNY.
WHATEVER. I'M SPIDER-MAN.
COMEDY IN THE FACE OF CALAMITY IS ONE OF MY GREATEST...
...POWERS.
"SPIDER-MAN," HUH?

YOU'RE AWFUL SCRAWNY TO BE ANY KIND OF MAN.
DAD?!
TO BE CONTINUED IN SPIDER-MAN #13.

SPIDER-MAN (MILES MORALES)

REAL NAME: Miles Morales
OCCUPATION: Student, Costumed Adventurer
LEGAL STATUS: American Citizen
OTHER ALIASES: None
PLACE OF BIRTH: Brooklyn, New York
MARITAL STATUS: Single
KNOWN RELATIVES: Rio Morales (mother), Jefferson Davis (father), Aaron Davis (Uncle), Gloria Morales (grandmother)
GROUP AFFILIATION: Formerly The Avengers, The Champions
BASE OF OPERATIONS: New York City (Earth-616)
FIRST APPEARANCE: Ultimate Comics Fallout #4

PARTIAL HISTORY: In the parallel reality of Earth-1610, Norman Osborn provided one of his Oscorp Industries employees, Dr. Conrad Markus, a sample of Peter Parker's radioactive blood to replicate the Oz formula that gave him his Spider-Man abilities. Markus worked on close to fifty individual arachnid specimens, all with the singular purpose of duplicating the unique genetic conditions that made it possible for a spider bite to imbue Peter Parker with his abilities, but when Osborn was arrested for crimes committed by his own rampaging alter ego, the Green Goblin, his facility was shut down, and all of the research Markus was conducting ground to a halt.

With its owner incarcerated, Oscorp Industries was left abandoned, and, in time, the scavengers came. One such scavenger was Aaron Davis, A.K.A. the Prowler. Davis broke into the facility, looking for items of value left behind by the company's employees but failed to notice when one of Markus' specimens, Subject 42, crawled into his duffle bag. He left the facility, unaware that he was taking the spider with him when he did so.

Days later, Aaron's then-15-year-old nephew, Miles Morales, was visiting his uncle when the spider bit him. As a result of the bite, Miles developed superhuman abilities similar to those of Spider-Man as well as powers unique to his physiology.

Initially, Miles was apprehensive about using his abilities for super heroics. His father, Jefferson, was a staunch critic of the masked vigilantes parading around New York City and his distrust of super heroes gave Miles pause. Unable to keep his new abilities to himself, however, Miles chose to confide only in his best friend, Ganke Lee. After witnessing the murder of Spider-Man at the hands of the Green Goblin, Miles was overcome with guilt and decided to follow in Peter Parker's footsteps by fighting crime as Spider-Man.

At first, Miles wore a uniform that bore the same color scheme and spider symbol as Peter Parker's. Many in the superhuman community thought this was in bad taste and an affront to Peter's legacy, so Miles was given a new costume by Nick Fury, head of the clandestine intelligence agency S.H.I.E.L.D. Equipped with a new suit, Miles was ready to properly take up Spider-Man's mantle.

Having witnessed Miles' reaction to the bite that gave him his abilities, Aaron Davis deduced Miles's secret and offered to train and work with him. After being used by his uncle to combat the crime lord Scorpion, Miles refused to assist his uncle further, despite Aaron threatening to inform Miles' father of his secret. During the altercation that followed, one of the Prowler's weapons malfunctioned and caused an explosion. Caught at the epicenter of the blast, Aaron was killed, and with the guilt of another death on his shoulders, Miles continued his work as Spider-Man, more determined than ever to do good.

HEIGHT: 5'8"
WEIGHT: 160 lbs.
EYES: Brown
HAIR: Black

SUPER-POWERS: Bitten by a genetically engineered spider, Miles Morales possesses enhanced strength and agility, strong resistance to injury and the ability to adhere to surfaces, and a buzzing "spider-sense" that warns him of danger.

He also possesses the ability to camouflage himself to match his surroundings, and a paralyzing "venom sting" that he can administer by touch, or by biokinetic such as his webbing. This venom sting must be recharged after use.

WEAPONS/EQUIPMENT: Miles wears a costume and web-shooters given to him by his original universe's S.H.I.E.L.D.

FUN FACT: Miles doesn't know it yet but that one blissful sip of sugary, caffeinated Earth 65 soda he's now tasted will induce in him a craving that nothing else in any existence will ever replicate or satisfy. Poor doomed fool.

Art by Robbi Rodriguez

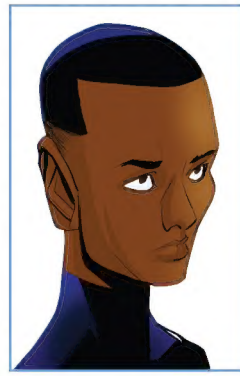
Daily Bugle reporter Betty Brant began a dogged investigation into the identity of the new Spider-Man and incorrectly surmised that Miles' father, Jefferson, was the masked vigilante. Changed after the murder of his former intern and freelance photographer Peter Parker, Bugle publisher J. Jonah Jameson refused to publish the expose, asserting that it would only ruin another family and end Spider-Man's super hero career. Undeterred, Brant tried to publish the report independently, but was murdered by none other than Conrad Markus, the man responsible for the creation of the spider that gave Miles his abilities and then-host of the Venom symbiote. Acting off of Brant's incorrect information, Venom located the Davis house and confronted Jefferson, only for Miles to fight the creature off as Spider-Man – but not before his father was injured and taken to a nearby hospital. His bloodlust unfulfilled, Venom pursued the family to Jefferson's hospital room, where the police attempted to stop the creature. In the ensuing firefight, Markus was separated from the Venom symbiote and killed. Unfortunately, so was Miles' mother, Rio, whose dying wish was that her son not reveal his dual identity to his father. After the death of his mother, Miles refused to don the mantle of Spider-Man, but after succumbing to pressure from Spider-Woman and Ganke, he resumed fighting crime as the wall-crawling vigilante.

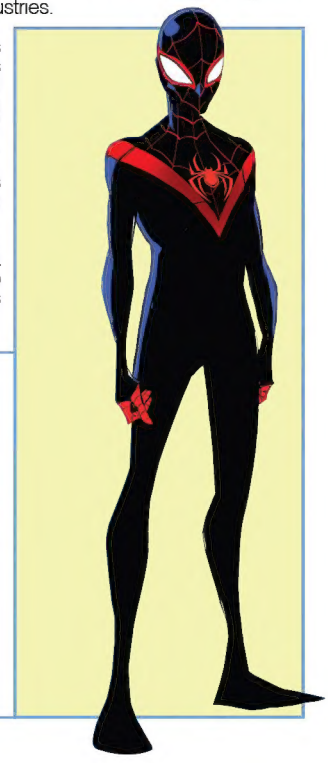
A short time later, the planet-eating entity called Galactus was transported to Miles' reality. As the creature attempted to absorb the energy of Miles' homeworld, Miles and the planet's residents were convinced that the destruction of the planet was imminent. Not wanting the end of the world to arrive without the truth coming out, Miles confessed his secret identity to his father. Brokenhearted at the prospect that his son played a part in the deaths of both Rio and Aaron, Jefferson disowned him, disappearing from his son's life for a time. When Jefferson resurfaced, he had come to terms with his son's dual identity and not only expressed regret for abandoning him, but also explained that he himself had had to grapple with a double life as both an agent of S.H.I.E.L.D. and a criminal. It was only after meeting and marrying Miles' mother that Jefferson chose to leave that world behind.

During the events of SECRET WARS, Miles managed to survive the destruction of his home reality by infiltrating an escape vessel constructed by a group of multiversal super villains known as the Cabal. Trapped together on the patchwork planet called Battleworld, Miles, Earth-616's Peter Parker, and the other surviving 616 heroes battled against Doctor Doom, who had used the powers of the Beyonder and the Molecule Man to manipulate reality and appoint himself as God Emperor of all creation. At the battle's end, the Ultimate Universe was wiped from existence, but the Molecule Man chose to spare Miles and his family and give them a home on the reformed Prime Earth.

Miles and his family live in Brooklyn and he has continued working as a super hero. Now, though, he and Peter Parker share the mantle of Spider-Man, with Miles patrolling New York City and Peter acting as a global Spider-Man thanks to the resources at his disposal as the C.E.O. of growing tech conglomerate Parker Industries.

Recently, Miles has discovered that his father has struck a deal to return to S.H.I.E.L.D. in order to guarantee Miles' protection, physical, legal, and otherwise. However, Jefferson has disappeared while on a mission to Earth-65. With no other options, S.H.I.E.L.D. director Maria Hill has enlisted Miles to travel across dimensions to find him...■





DON'T MISS SPIDER-MAN #13

Tour
THE SEVEN SEAS
With
BLACK MANTA
EMPIRE
Call 555-FISH